



BY LAWS

A project of: Ashville

**By-Laws of the
Ashville Foundation
ARTICLE I**

Section 1: Name of Organization

The name of this foundation shall be **The Ashville Foundation**, hereinafter in these by-laws referred to as the "Foundation".

Section 2: Purposes

The purposes of the Foundation are to **generate funds for various fund accounts:**

- a. To raise private funds for the welfare, maintenance and future development of parks and recreation services and affiliated organizations and programs providing to parks, open space, and recreation opportunities in the Ashville community.
- b. To raise private funds for the welfare, maintenance and future development of other areas of interest in the Ashville community.**
- c. To operate exclusively for charitable and educational purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code or corresponding provisions of any future or revised Internal Revenue Code provisions or other applicable tax laws or regulations. The organization will partner with an IRS designated 501(c)3 organization or seek designation independently. This could be the Pickaway County Community Foundation or the Columbus Foundation.
- d. To engage in any lawful acts or activities authorized for an Ohio Non-profit foundation; provided that such activities shall not affect the qualification of the foundation as a tax exempt organization under 501(C)(3) of the Internal Revenue Code.

Section 3:

In the event of the dissolution of the Foundation, its funds and properties shall be used and distributed in accordance with the direction and purposes expressed in its Articles I Section 2.

Section 4: Definitions

The following words and phrases when used in this agreement, except as otherwise provided, shall have the meanings respectively ascribed to them in this section.

Ashville Area Residents – is an individual that has an Ashville address and/or within the 43103 Zip Code.

Immediate Family - is a defined group of relations, used in rules or laws to determine which members of a person's family are affected by those rules. It normally includes a person's parents, spouses, siblings, children, or an individual related by blood whose close association is an equivalent of a family relationship. It can contain others connected by birth, adoption, marriage, civil partnership, or cohabitation, such as grandparents, great-grandparents, grandchildren, great-grandchildren, aunts, uncles, siblings-in-law, half-siblings, cousins, adopted children and step-parents/step-children, and cohabiting partners.

Majority Vote - is the greater part, or more than half, of the total. ... "Majority" can be used to specify the voting requirement, as in a "majority vote". A majority vote is more than half of the votes cast. A majority can be compared to a plurality, which is a subset larger than any other subset considered.

Members at Large – is a member that primarily serves as a liaison between the membership and the Board of Trustees. For example, the board can have an at-large employee assigned to review information and bring it back to a segment of the organization. The member at large serves to get input, provide feedback, and become a spokesperson for the employee segment of the membership.

Occasional Attendance – is when a board member sporadically attends meetings.

Professional Meeting – is a meeting in a given subject or profession, dealing with organizational matters, matters concerning the status of the profession, and **fund account** or technical developments. It differs from an academic conference in having broader goals, and usually a much broader attendance. They are normally sponsored by the professional society in the field, and usually are organized on a regional, state or national basis.

Proxy – is when written authorization from an absent member, called the 'principal' that confers a limited power of attorney on another person, member, or management (called 'agent' or 'proxy') to vote on behalf of, and in accordance with the directions of, the principal.

Quorum - the minimum number of members of an assembly or society that must be present at any of its meetings to make the proceedings of that meeting valid.

ARTICLE II

Board of Trustees

Section 1:

The management of the affairs of the Foundation shall be vested in the Board of Trustees which shall have the power to employ and discharge agents, employees, accountants and counsel; to fix their compensation and to prescribe their duties.

The Board of Trustees shall serve without compensation; however, this provision shall not prohibit reimbursement to Board members for their reasonable expenses incurred in attendance at **approved professional** meeting(s) or in serving the Foundation.

Section 2:

The Board of Trustees shall consist of not more than eleven (11) members, which number can be modified by resolution of the Board of Trustees annual meeting, who shall be elected at the annual or special meetings of the Board of Trustees, called for such purpose. Membership of the Board of Trustees shall consist of the Chairperson, a member of the Ashville Council, and additional members. These members shall be **Ashville area residents**.

Section 3:

The Board of Trustees shall consist of persons familiar with and committed to the purposes of the Foundation

Section 4:

All Voting Board Members shall be elected to serve for a term of four (4) years. Board Members shall typically serve not more than two (2) consecutive four-year terms; provided, however, that after at least a twelve (12) month hiatus following such service, any individual shall once again be eligible for election to the Board of Trustees. In order to foster continuity of leadership, the terms of no more than one-half of the Members shall expire in any given year.

Section 5:

Vacancies on the Board of Trustees shall be filled by a majority vote of the Board. If a vacancy occurs on the Board of Trustees for any reason, the seat shall not be counted for purposes of establishing a **quorum** until filled.

A Board Member elected in accordance with this section shall serve for the remainder of the term of the Board Member replaced and for a regular four year term thereafter.

Section 6:

Members of the Board of Trustees shall be restricted to one **immediate family** member.

No member of the Board of Trustees may participate in or vote on any matter which affects the Trustee or anyone in the **immediate family** of the Trustee.

Section 7:

A Board Member may resign by giving written notice to the Chair, Vice Chair, Secretary, or Treasurer of the Board of Trustees. Such resignation shall take effect upon receipt of such notice, or at any other time specified in the notice.

Section 8:

If a Board Member is no longer a resident of the **Ashville area** during his or her term, the Board of Trustees by a **quorum** vote may permit the Member to finish the elected term or may remove the Member and declare a vacancy on the Board.

Section 9:

Any Board Member may be removed from office by a vote of two-thirds (2/3) of the **quorum** Board of Trustees. Any vote on removal must be taken at a meeting of the Board with at least seven (7) days documented prior written notice that removal of the Member will be considered. The Member being considered for removal shall be informed in writing of the basis for the proposed removal prior to the meeting and given a Reasonable opportunity to be heard.

Section 10:

The prior quarter to its annual meeting the Board of Trustees shall designate a nominating committee consisting of at least three Board members which shall submit a slate of candidates for election to the Board of Trustees.

Section 11:

The Chair may appoint such committees of the Board as the Board may require.

Section 12:

There will be no annual membership dues.

Section 13:

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a **Majority Vote** of the membership.

ARTICLE III

Members at Large and Honorary Board Members

Section 1:

The Board may elect, upon **majority vote**, **Members at Large**. **Members at Large** shall enjoy all the rights and privileges of Board Members, except for the right to vote. Members at Large shall serve for a term of four (4) years or as otherwise designated by the Board of Trustees. **Members at Large** must be **Ashville area residents** or employed within the Ashville area at the time of their election.

Section 2:

A **Member at Large** may resign by giving written notice to the Chair, Vice Chair, Secretary, or Treasurer of the Board of Trustees. Such resignation shall take effect upon receipt of such notice, or at any other time specified in the notice.

Section 3:

If a **Member at Large** is no longer a resident of the Ashville area or employed in Ashville or Township of Ashville during his or her term, the Board of Trustees at its discretion may remove the Member or permit the member to finish his or her term

Section 4:

Any **Member at Large** may be removed from office by a vote of two-thirds (2/3) of the Board **Quorum**.

Any vote on removal must be taken at a meeting of the Board with prior written notice that removal of the Member will be considered. The Member being considered for removal shall be informed in writing at least seven (7) days of the basis for the proposed removal prior to the meeting and given a reasonable opportunity to be heard.

Section 5:

Regular attendance of **Members At Large** at meetings of the Board and its committees is deemed to be vital to the interest of the Foundation. Failure of a Member At Large to attend at least four (4) Board meetings per year and at least fifty percent (50%) of the meetings of any committees of the Board on which the Member At Large serves during his or her term of office, may be grounds for removal from the Board and/or from a committee and shall disqualify the Member At Large from re-election to another term unless the Board makes a specific determination that there is reason to expect the Member's future attendance will comply with the requirements of this section.

Section 6:

The Board may elect, upon **majority vote**, Honorary Board Members. Honorary Members shall enjoy all the rights and privileges of the Board of Trustees, except for the right to vote. Honorary Members shall serve a lifetime appointment if otherwise designated by the Board.

ARTICLE IV

Meetings of the Board of Trustees

Section 1:

There will be an annual meeting of the Board of Trustees on the second Thursday in November, at which Officers of the Board shall be elected.

Section 2:

All Board meetings shall be governed by Robert's Rules of Order or Rules adopted by the Board of Trustees.

Section 3:

At all Board meetings a majority of the Board Members then in Office shall constitute a **quorum**.

Section 4:

Each member of the Board shall be entitled to one vote. Voting by **proxy** shall not be permitted.

Section 5:

The Board of Trustees shall cause an Annual Report to be completed made showing the funds and properties owned by the Foundation, its obligations, the amount and nature of the funds and properties acquired during the preceding fiscal year and the manner of acquisition, the amounts applied and expended for the expenses of operation of the Foundation, and contributions made for on behalf of the Foundation. It will be available for public viewing.

Section 6:

The order of business at Board meetings shall be such as the Chair may prescribe or follow, subject, however, to the Chair's being overruled with respect thereto by a majority of the members of the Board of Trustees present.

Section 7:

Meetings of the Board shall be held at least quarterly on such dates and at such times and places as the Chair shall designate.

Section 8:

Special meetings of the Board shall be held on call of at least two members of the Board or the Chair at such time, date and place as the call for the meeting shall specify.

Section 9:

Notice of any meeting of the Board of Trustees shall be given by:

- Mailing notice to the last known address of each member, according to the records of the Foundation, at least ten (10) days prior to the date of the meeting, or
- E-mail notice to the last known e-mail address of each member, according to the records of the Foundation, at least ten (10) days prior to the date of the meeting, or
- Orally informing the board member of the meeting in person or by telephone no later than 48 hours before the time of the meeting, or
- The establishment of a regular occurring time and place of the meeting and giving notice to the member as provided above of the time and place of any such regularly occurring meeting.

Section 10:

Any lawful action of the Board of Trustees may be taken without a meeting if written consent to such action is provided by a majority of the Board of Trustees and filed with the minutes of the Board.

Section 11:

At all meetings of the Board of Trustees, a **majority vote** of a **quorum** of the Board members shall be needed to determine any decision.

Section 12:

Special voting may be conducted by e-mail, text, or telephone conference call in the event that waiting for an in-person meeting of the Board would result in an unreasonable delay of the actions of the Board or harm to the Foundation. If a special e-mail or telephone conference call vote a **quorum** is required.

Section 13:

Regular attendance at meetings of the Board and its committees is deemed to be vital to the interest of the Foundation. Failure of a Board Member to attend at least fifty (50%) percent of the meetings of the Board and at least fifty percent (50%) of the meetings of any committees of the Board on which the Member serves during his or her term of office, may be grounds for removal from the Board and/or from a committee and shall disqualify the Member from re-election to another term unless the Board makes a specific determination that there is reason to expect the Member's future attendance will comply with the requirements of this section. For purposes of determining a Board Member's attendance at Board meetings, all meetings convened by the Chair shall be counted as meetings regardless of whether a **quorum** of Board members are in attendance.

Occasional attendance at Board meetings by telephone conference is permitted with at least twenty four hours advance notice to the Chair. However, in person attendance at Board meetings is the preferred form of attendance and regular or persistent failure to attend in person may be considered a failure to comply with the attendance expectations of Board Members.

ARTICLE V
Officers

Section 1:

The officers of the Foundation shall be a Chair, one or more Vice Chairs, a Secretary and a Treasurer who shall be elected by the Board of Trustees at their annual meeting from their own membership. The officers shall hold office for two (2) year terms in any one office. The offices of Secretary and Vice Chair may be combined in one person.

Section 2:

The Chairperson of the Board of Trustees shall preside at all meetings of the Board. Subject to the direction and control of the Board the Chair shall have general charge of the direction and control of the meetings of the Board and of the affairs of the Foundation, shall sign and execute all deeds, agreements and all other formal instruments in the name of the Foundation and shall perform such duties as may be assigned by the Board.

Section 3:

The Vice Chair shall perform the duties and exercise the powers of the Chair during the absence or incapacity of the Chair. The Vice Chair shall also perform such other duties as may be assigned by the Board. The offices of Secretary and Vice Chair may be combined.

Section 4:

The Secretary shall make every effort to attend all meetings of the Board of Trustees, shall record the minutes thereof, shall mail a copy of the minutes to each member of the Board, and shall report the minutes at the next meeting. The Chair may designate an acting Secretary to record the proceedings taken at a meeting in the absence of the Secretary. The Secretary shall perform such duties as may be assigned to the Secretary by the Chair of the Board of Trustees. The offices of Secretary and Vice Chair may be combined.

Section 5:

The Treasurer shall have charge of the finances of the Foundation under the direction of the Chair and the Board of Trustees and shall keep or cause to be kept a record of all the financial and business transactions of the Foundation. The records kept by the Treasurer shall be at all times open to the inspection of any member of the Board. The Treasurer shall render such reports to the Board as it may require and shall make a full report at each annual meeting of the Board. The Treasurer may be required to acquire a bond for the faithful discharge of his or her duties in such form as the Board may require. The expense of such bond will be paid by the Foundation. The Treasurer shall also perform such other duties as may be assigned by the Board.

Section 6:

All officers shall serve without compensation except as otherwise directed by the Board of Trustees.

Section 7:

Any officer of the Foundation may be removed from office by a two-thirds (2/3) vote of the Board Members then in office. Any vote on removal must be taken at a meeting of the Board with prior written notice that removal of the officer will be considered. The officer being considered for removal shall be informed in writing of the basis for the proposed removal prior to the meeting and given a reasonable opportunity to be heard.

Section 8:

The Board of Trustees may fill a vacancy in any office for the remainder of the vacated term.

ARTICLE VI
Financial Administration

Section 1:

The fiscal year of the Foundation shall commence on the first day of January and end on the thirty-first day of December.

Section 2:

The funds of the Foundation shall be deposited in such organization (s) as may from time to time be designated by resolution of the Board of Trustees. Checks, drafts, notes or other withdrawals of funds from any financial institution's accounts shall be signed by such persons or institutions as shall be designated from time to time by the Board of Trustees.

Section 3:

Any property or funds received by the Foundation with respect to which there are no investment specifications or limitations in the agreement, instrument or other document pursuant to which such property or funds are received by the Foundation, shall be invested, unless provided for in Section 7 of Article VI, by the Board in such common or preferred stocks, bonds, mortgages, mortgage notes, notes, debentures, securities, interest bearing accounts or other properties, real or personal, as an ordinarily prudent person of intelligence and integrity, who is the trustee of the monies of others, would purchase in the exercise of reasonable care, judgment and diligence under the conditions existing at the time of such purchase. In making such investments, the Board of Trustees shall at all times give due regard to the purposes and requirements of the Foundation as expressed in the Articles of Incorporation and these By-Laws.

Section 4:

The Board of Trustees shall have full power to participate in any plan of reorganization, consolidation or merger with any foundation in which the Foundation may be interested, to deposit any property or securities under any such plan of reorganization with any protective, reorganization of creditors' or other committee, to delegate to such committee discretionary powers with respect thereto, to pay a proportionate share of the expenses of such committee and of assessments levied under such plan, to accept or retain any securities or property received by the Board pursuant to such plan, to exercise all conversion, subscription voting or other rights, pertaining to any property held by the Foundation and to pay such sums in connection therewith as they deem prudent or advisable.

Section 5:

The Board of Trustees shall have full power and authority to borrow money whenever in its discretion the exercise of this power is required to promote the objectives of the Foundation, and in such case the Trustees may authorize the proper officers of the Foundation to make, execute, and deliver in its name and behalf, such notes, bonds or other evidences of indebtedness as the Board shall deem proper, and the Board shall have full power to mortgage the property of the Foundation or any part thereof as security for such indebtedness.

Section 6:

The Board of Trustees is authorized to keep securities in the name of the Foundation or in the name of a nominee for it, or in the name of the manager and custodian of the assets of the Foundation, or its nominee, in order that sales, transfers or other transactions may be facilitated.

Section 7:

The Board of Trustees may enter into an Agreement on behalf of the Foundation with a community foundation, trust company or a bank with trust powers, or designate any such company or bank as agent for the Foundation, for the purpose of holding, administering and managing all or any part of its properties, subject always to the direction of the Board of Trustees. This may be accomplished through a Letter of Transmittal (LOT). Any bank or company so designated may be compensated in accordance with its current fees and charges for such services.

ARTICLE VII
Conflict of Interest and Compensation

Section 1:

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2:

Definitions

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Section 3:

Procedures

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest
 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4:

Records of Proceedings

The minutes of the Board and all Committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or Committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Obtain conflict of interest forms. Add family members

Section 5:

Annual Statements

Each director, principal officer, member of a committee, and all voting member with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6:

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Independent Review

Section 7.

Use of Outside Experts

When conducting the periodic reviews as provided for in Section 6, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII

Indemnification

Section 1:

To the fullest extent permitted by law, the Foundation shall indemnify any person that was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action or suit by or in the right of the Foundation, because the person is or was a director, officer, employee, agent, or agent of the Foundation, against all expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding described above if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Foundation, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful.

Section 2:

On written request to the Board of Trustees by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct set forth in Ohio law has been met (including without limitation the requirements noted above) and, if so, the Board shall authorize indemnification by a majority vote of a **quorum** consisting of Board Members of the Foundation who were not and are not parties to or threatened with the action, suit, or proceeding. If such a **quorum** of Board Members is not obtainable, a determination of indemnification shall be authorized in a written opinion by independent legal counsel.

Section 3:

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of Article VII of these bylaws in defending any proceeding covered by those Sections shall be advanced by the Foundation before final disposition of the proceeding, on receipt by the Foundation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Foundation for those expenses.

ARTICLE IX Membership

Section 1:

The Board shall keep a membership list containing the names, addresses, phone numbers, and including electronic limited to emails of each Board Member, and the date of appointment

**ARTICLE X
Amendments to By-Laws**

Section 1:

These By-Laws may be altered, amended or repealed by the Board at any annual or other meeting of the Board, provided that notice of any proposed change shall have been given in the call for the meeting. Reference Article IV Section 9

Section 2:

The Board shall have the power to interpret the By-Laws.

**ARTICLE XI
Adoption of By-Laws**

We, the undersigned, are all of the initial Directors or incorporators of this foundation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ## preceding pages, as the Bylaws of this foundation.

Adopted this day of _____ by the Ashville Foundation Board of Trustees.

Adopted:

Revised: